

DIGITAL RIVER INC /DE
 Form 4
 March 14, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RONNING JOEL A

(Last) (First) (Middle)

C/O DIGITAL RIVER, INC., 9625
 W. 76TH STREET

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DIGITAL RIVER INC /DE [DRIV]

3. Date of Earliest Transaction (Month/Day/Year)

03/12/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/12/2007		S		5,000 D \$ 52.4155	839,203	D
Common Stock	03/12/2007		S		15,000 D \$ 52.38	824,203	D
Common Stock	03/12/2007		S		5,000 D \$ 52.3696	819,203	D
Common Stock	03/12/2007		S		5,000 D \$ 52.3401	814,203	D
Common Stock	03/12/2007		S		5,000 D \$ 52.34	809,203	D

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Common Stock	03/12/2007	S	5,000	D	\$ 52.336	804,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.3322	799,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.3279	794,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.3273	789,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.3181	784,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.3017	779,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2805	774,203	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2749	769,203	D
Common Stock	03/12/2007	S	600	D	\$ 52.27	768,603	D
Common Stock	03/12/2007	S	796	D	\$ 52.26	767,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2595	762,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2576	757,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2573	752,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2522	747,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2508	742,807	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.2502	737,807	D
Common Stock	03/12/2007	S	10,700	D	\$ 52.25	727,107	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RONNING JOEL A C/O DIGITAL RIVER, INC. 9625 W. 76TH STREET EDEN PRAIRIE, MN 55344	X		CEO	

Signatures

/s/ Kevin L. Crudden, Attorney-in-Fact for Joel A. Ronning

03/14/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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